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IN THE

SUPREME COURT OF THE UNITED STATES

OCTOBER TERM, 1946

No. 408

In the Matter of

CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY,

Debtor.

H. C. ORTON, D. C. WOLF, J. B. JOHNSTON, KARL A. MEYER and RUCKER PENN, as a Protective Committee for the Holders of Preferred Stock of CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Debtor,

Petitioners,

vs.

GROUP OF INSTITUTIONAL INVESTORS, et al.,

Respondents.

BRIEF OF REORGANIZATION COMMITTEE IN OPPOSITION TO PETITION FOR CERTIORARI

KENNETH F. BURGESS,
FRED N. OLIVER,
Attorneys for Reorganization Committee.

SIDLEY, AUSTIN, BURGESS & HARPER,
OLIVER & DONNALLY,
Of Counsel.
Chicago, Illinois, September 5, 1946.

THE TWENTIETH CENTURY PRESS, INC., CHICAGO

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IN THE

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H. C. ORTON, D. C. WOLF, J. B. JOHNSTON, KARL A. MEYER and RUCKER PENN, as a Protective Committee for the Holders of Preferred Stock of CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Debtor,

Petitioners,

vs.

GROUP OF INSTITUTIONAL INVESTORS, et al.,

Respondents.

BRIEF OF REORGANIZATION COMMITTEE IN OPPOSITION TO PETITION FOR CERTIORARI

This brief is filed on behalf of the Reorganization Committee under the Plan of Reorganization of Chicago, Milwaukee, St. Paul and Pacific Railroad Company in opposition to the Petition for Certiorari filed by a Protective Committee for the Holders of Preferred Stock. The Protective Committee's petition seeks review of a judgment of the Circuit Court of Appeals for the Seventh Circuit, dated May 17, 1946, which dismissed an appeal from an order entered January 3, 1946, by the District Court for the Northern District of Illinois, Eastern Division.

The order of the District Court from which the appeal was taken denied the motion of the Protective Committee to modify the previously entered Consummation Order by adding to the reservation of limited jurisdiction contained therein provisions over which the Court no longer had jurisdiction, namely to change the executed Plan and the securities issued thereunder.

The Reorganization Committee which presents this brief was designated and approved pursuant to the Plan in March, 1945. This Committee, and also the Trustees in Bankruptcy, were discharged and released of all further duties by the Final Decree entered pursuant to Section 77(f) on June 18, 1946, except to participate in any appeals from or proceedings to review orders of the District Court. A copy of the Final Decree is attached to this brief as Appendix A.

The Plan of Reorganization herein has been approved, accepted, confirmed and consummated. The Consummation Order (from which no appeal was taken) was entered by the District Court on November 26, 1945. Under it and the related Charter Amendment Order (unprinted record), entered on the same day, which likewise has not been the subject of any appeal, the Reorganization Committee and the Trustees were directed to file charter amendments with the Secretary of State of Wisconsin cancelling and nullifying the old stock, to release the old mortgages of record, execute new mortgages, issue and distribute the new securities of the Reorganized Company, and on December 1, 1945, to effectuate a transfer of the property of the Debtor by the Trustees in Bankruptcy to the Reorganized Company. These orders were carried out, the property being transferred on December 1, 1945, and certified copies of the Consummation Order, the Trustees' deed, the mortgage releases and the new mortgages recorded in 213 counties in fourteen different states (Rec. 81). An irrevocable

delivery of the new securities to an exchange agent was likewise made at that time, and the exchange agent began transmitting them to those entitled thereto under the Plan early in December (Rec. 86).

It was not until twenty-four days after the Debtor's property had thus been conveyed by the Trustees in Bankruptcy to the Reorganized Company, in consummation of the Plan of Reorganization and in conformity with orders of the District Court, that a motion was presented by a group of preferred stockholders, asking the District Court to modify its Consummation Order. The modification initially requested was the addition of a clause to enlarge the original reservation of jurisdiction of the District Court so as "to apply to the Debtor and its property the provisions of any legislation hereafter becoming law which by its terms would have affected the Debtor had not this order been entered." This request was later changed, as stated in the petition to this Court (page 2), so as to seek modification of the Consummation Order "by retaining jurisdiction over the Debtor's property until the termination of the Seventy-Ninth Congress." The District Court, after hearing, denied the motion. The Protective Committee appealed therefrom, and motions to dismiss the appeal were made by the Reorganization Committee and by the Bankruptcy Trustees. The Circuit Court of Appeals deferred action on the motions to dismiss, and set the matter for argument on both the motions to dismiss and the merits of the appeal. After briefs were filed and oral arguments heard, the Circuit Court of Appeals, on May 17, 1946, rendered an opinion and judgment, dismissing the appeal on the grounds that the District Court had not abused its discretion, and that the order was not appealable.

Since the decision of the Circuit Court of Appeals, the Seventy-Ninth Congress, on August 2, 1946, by Concurrent

Resolution 165, adjourned *sine die.* (Congressional Record, August 2, 1946, p. 10883 as to Senate, and pp. 10920-21 as to House of Representatives.) While in session, the Seventy-Ninth Congress effectuated no change in the law regarding railroad bankruptcies. The President of the United States withheld his approval to Senate Bill 1253, commonly known as the Wheeler-Reed Bill, which had been passed by both houses in the closing days of the Session, with the result that it did not become law. In so doing, the President issued a statement (Appendix C, pp. 56-58, Petitioners' Brief herein) wherein he expressed a belief that "the next Congress" could pass a Bill which would meet his stated objections. He did not, however, express any intention of convening a special session of the Seventy-Ninth Congress, which he alone could do under the Constitution (Article 2, Section 3).

I.

CIRCUIT COURT OF APPEALS CORRECTLY DISMISSED THE APPEAL FROM THE ORDER OF THE DISTRICT COURT.

The Circuit Court of Appeals correctly held (a) that the District Court had not abused its discretion in denying Petitioners' motion, and (b) that the order sought to be reviewed was not appealable.

(a) DISTRICT COURT DID NOT ABUSE ITS DISCRETION.

The District Court refused to disturb the Consummation Order upon the petition for modification presented several weeks after the order had been fully carried out. Vested rights had been created in complete derogation of Petitioners' claim as representing old preferred stock, which stock had repeatedly been adjudged to be wholly without value.

On June 30, 1944, the District Court by order approved the Plan as it had been certified to it by the Interstate Commerce Commission (58 F. Sup. 384), after the Plan had been brought into conformity with the mandate of the Supreme Court (318 U. S. 523). This order was appealed by the Debtor and other parties, which appeals were dismissed by the Circuit Court of Appeals on October 31, 1944 (145 F. 2d 299). On March 13, 1945, the Supreme Court denied the petition for certiorari (324 U. S. 857), and on June 11, 1945, denied the petition for rehearing (325 U. S. 895). Meanwhile, all classes of creditors to whom the Plan had been submitted for a vote accepted it by percentages ranging from 87.88 to 100 per cent, the result being certified to the District Court by the Interstate Commerce Commission, which had conducted the vote. Thereupon the District Court, by order entered February 23, 1945, confirmed the Plan. No appeals were taken from this Order of Confirmation. The effect of the Order of Confirmation was specifically defined by statute as binding upon all parties, subject only to the right of judicial review (Subsection (f) of Section 77, 11 U. S. C. A. 205 (f)). The old stocks already had been determined to be without value at least twice each by the Interstate Commerce Commission and all of the courts, District Court, Circuit Court of Appeals and Supreme Court of the United States. *Chicago, Milwaukee, St. Paul & Pacific Railroad Company Reorganization,* 239 I.C.C. 485, 571, 240 I.C.C. 257, 298, 254 I.C.C. 707, 257 I.C.C. 223, 260; *In re Chicago, M., St. P. & P. R. Co.,* 36 F. Supp. 193, 58 F. Supp. 384, 389; 124 F. 2d 754, 767, 131 F. 2d 214, 145 F. 2d 299; 318 U.S. 523, 541, 324 U.S. 857, 325 U.S. 895.

Both the Consummation Order and the Final Decree contained only limited reservations of jurisdiction in the

District Court.* These definite limitations upon reservation of jurisdiction extending only to purely administrative matters were in conformity with decisions of this Court and the various Circuit Courts of Appeal. *Wynkoop Co.* v. *Gaines,* 227 U. S. 4, 8 (1913); *In re Diversey Building Corp.,* 141 F. 2d 65 (C. C. A. 7, 1944); *In re Wedgewood Hotel Co.,* 125 F. 2d 327 (C. C. A. 7, 1942); *In re Utilities Power & Light Corporation,* 125 F. 2d 343 (C. C. A. 7, 1942); *North American Car Corp.* v. *Peerless Weighing & Vending Machine Corporation,* 143 F. 2d 938 (C. C. A. 2, 1944); *Reese* v. *Beacon Hotel Corp.,* 149 F. 2d 610 (C. C. A. 2, 1945).

Petitioners' contention that provisions to revive participation by the old stockholders would be procedural only and justified because of the interlocutory character of orders of the bankruptcy courts, is contrary to repeated

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*Paragraph 48 of the Consummation Order dated November 26, 1945, provided as follows: "The Court hereby reserves jurisdiction for all purposes necessary to put into effect and carry out this order and the Plan of Reorganization and any other orders entered by this Court relative thereto, including, without limiting the generality of the foregoing, giving instructions and directions to the Trustees of the Debtor's property with respect to matters now pending or matters which may hereafter arise and passing upon the final statement of account of said Trustees, making allowances of fees or compensation for services heretofore or hereafter rendered and reimbursement of expenses heretofore or hereafter incurred in connection with these proceedings or the Plan, receiving and passing upon a report or reports by the Reorganization Committee on the expenses incurred by them in carrying out and putting into effect the Plan of Reorganization, receiving a report or reports by the Reorganization Committee of the action taken by them under the Plan and the orders of this Court to consummate the Plan, and taking any and all other action necessary to terminate these proceedings." (Rec. 54).

Section 7 of the Final Decree dated June 18, 1946 (Appendix A this brief, p. 17) provided: "The Court hereby reserves jurisdiction to take such further proceedings as may be necessary or proper (a) because of any review of the order of this Court dated January 3, 1946 denying the motion of the Protective Committee for the Holders of Preferred Stock of the Debtor, or (b) in connection with any claims for allowances of compensation for services or reimbursement of expenses."

judicial decisions. *Wayne Gas Co.* v. *Owens-Illinois Glass Co.*, 300 U. S. 131, 137 (1937); *Union Land Bank* v. *Byerly*, 310 U. S. 1 (1940); *Coombes* v. *Getz*, 285 U. S. 434 (1932); *In re Chicago, M. St. P. & P. R. Co.*, 138 F. 2d 235 (C. C. A. 7, 1943); cert. den. 321 U. S. 770. Even if the Wheeler-Reed Bill had become law, its Section 2 (15), contrary to the assertion of Petitioners at page 7 of their petition herein, would not have been applicable to this case. That section is restricted, to-wit: "In the case of any carrier which is under the jurisdiction of the United States courts on the effective date of this Act, * * * ". This refers to a general jurisdiction and not to the limited and restricted jurisdiction over procedural matters which was retained by the District Court in its Consummation Order and Final Decree herein. *In re Argyle-Lake Shore Corp.*, 98 F. 2d 372 (C. C. A. 7, 1938); *In re Corona Radio & Television Corporation*, 102 F. 2d 959 (C. C. A. 7, 1939); *In re Wedgewood Hotel Co.*, 125 F. 2d 327 (C. C. A. 7, 1942); 11 U. S. C. A. 205 (a) and (f). Clearly the District Court acted within a reasonable and proper exercise of its discretion in denying Petitioners' motion to modify the already executed Consummation Order.

(b) ORDER OF DISTRICT COURT NOT APPEALABLE.

The appeal in this case is restricted to an appeal from a denial of Petitioners' motion to modify the Consummation Order of November 26, 1945. No appeal was taken from the Consummation Order itself. The Circuit Court of Appeals correctly held that an order denying such a motion to modify was not appealable. In *Pfister* v. *Finance Corp.*, 317 U.S. 144 (1942), this Court affirmed a decision of the Circuit Court of Appeals for the Second Circuit, holding that such an appeal as was taken here will not lie. This Court said, at page 149:

> "A refusal to modify the original order, however, requires the appeal to be from the original order, even though the time is counted from the later order re-

fusing to modify the original. An appeal does not lie from the denial of a petition for rehearing. *Conboy* v. *First National Bank,* 203 U.S. 141, 145; *Bowman* v. *Loperena,* 311 U.S. 262, 266; *Brockett* v. *Brockett,* 2 How. 238; *Roemer* v. *Bernheim,* 132 U.S. 103; *Jones* v. *Thompson,* 128 F.2d 888; *Missouri v. Todd,* 122 F.2d 804."

The cases which are cited by the Petitioners in their effort to distinguish the present case from the rule thus stated are wholly inapposite.

II.

DECISION BELOW IS NOT IN CONFLICT WITH THE DECISION OF ANY OTHER CIRCUIT.

The Plan of Reorganization of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, which had been confirmed and consummated prior to the filing of Petitioners' motion to modify, conformed strictly to the opinions and judgments of this Court. *Group of Investors* v. *Milwaukee R. Co.,* 318 U.S. 523 (1943); *Ecker* v. *Western Pacific R. Corp.,* 318 U.S. 448 (1943); *Chicago & N. W. Ry. Co.* v. *Bank Committee,* 318 U.S. 793 (1943); *Akron, C. & Y. Ry. Co.* v. *Hagenbuch,* 318 U.S. 794 (1943); *Park* v. *Group of Investors,* 324 U.S. 857, 325 U.S. 895 (1945); *R.F.C.* v. *Denver & R.G.W.R. Co.,* ... U.S. ..., 66 S. Ct. 1282 (1946); *St. Louis-San Francisco Railway Company* v. *Chase National Bank,* ... U.S. ..., 66 S. Ct. 1365 (1946). In view of this controlling fact, any conflict with the decision of another Circuit Court of Appeals would be without significance. However, there is no such conflict.

Petitioners contend that the decision below conflicts with a decision of the Circuit Court of Appeals for the Eighth Circuit, rendered thirty years ago in *United States* v. *Trogler,* 237 F. 181. An examination of the decision shows that it dealt wholly with its special facts, namely, giving effect to an agreement between the parties to the decree subsequent to its entry. Likewise, Petitioners con-

tend that the decision "is contrary to the principles announced and given effect to by this Court in *Wisconsin* v. *Illinois*, 281 U.S. 179." (Petition p. 9) That decision was but a step in long continued litigation involving the right of Illinois to withdraw water from Lake Michigan, and this Court rejected a contention that it should withhold a decree because of "the possibility that Congress may take some action in the matter." (p. 198)

This Court has heretofore rejected other attempts to hold up the conclusion of litigation until after Congressional action on proposed legislation. In *Ross* v. *Commissioner of Internal Revenue*, 316 U.S. 685 (1942), a petition for certiorari was filed with respect to a decision of the Circuit Court of Appeals for the Third Circuit, reported in 125 F.2d 767. The petitioner also filed a motion to defer consideration of the petition for certiorari pending action upon certain proposed legislation. The Solicitor General of the United States opposed the motion, stating in his brief in opposition to the petition for certiorari that:

> "Petitioner has filed a motion praying for the deferment of action upon the petition for certiorari pending Congressional action upon certain proposed legislation. At the present time it is entirely conjectural as to whether or in what form Congress will enact any such legislation, and whether it would in any event be applicable to the peculiar facts of this case."

This Court denied the motion to defer consideration and on the same day denied the petition for certiorari. (316 U.S. 685)

The bankruptcy proceedings herein which were terminated by the Consummation Order and the Final Decree were initiated more than eleven years ago (June 29, 1935). After extended administrative and judicial proceedings and extensive appellate review, including repeated resort to the Supreme Court, the railroad has been reor-

ganized and is being operated by the Reorganized Company with a new set of directors, officers and stockholders. The pendency of litigation, no matter how illy conceived, consititutes a deterrent to necessary financing in the interest of sound and economical operation. It has actually prevented the Reorganized Company from taking advantage of a favorable securities market to refund its underlying bonds at interest rates lower than now seem available. The pendency of such litigation also promotes stock market speculation in securities long ago stricken from the exchanges and revives ill-founded hopes in those whose old stock has repeatedly been determined to be without value that in some way they may still "get something out of the situation." It becomes the basis for continued solicitation of contributions from the holders of such worthless stock to finance further desperate attempts to carry on litigation.

We submit that in these circumstances there is no further basis in law or in equity for a recognition of such extraordinary relief as the Petitioners herein seek. This attempted review has been prosecuted by persons who no longer have any legal or equitable interest in the subject matter. *In re Michigan-Ohio Bldg. Corp.*, 117 F. 2d 191 (C.C.A. 7, 1941).

We pray that the petition for certiorari be denied.

Respectfully submitted,

KENNETH F. BURGESS,
FRED N. OLIVER,
Attorneys for
Reorganization Committee.

SIDLEY, AUSTIN, BURGESS & HARPER,
OLIVER & DONNALLY,
Of Counsel.

Chicago, Illinois, September 5, 1946.

Appendix A

IN THE

DISTRICT COURT OF THE UNITED STATES

FOR THE NORTHERN DISTRICT OF ILLINOIS

EASTERN DIVISION

In Proceedings for the Reorganization of a Railroad

In the Matter of CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, *Debtor*	No. 60463

FINAL DECREE

This cause coming on to be heard pursuant to the order entered herein on May 29, 1946 on the petition of the Reorganization Committee for a final decree, and it appearing to the Court that due notice of said order and of this hearing has been served and published as directed in said order, that Henry A. Scandrett, Walter J. Cummings, and George I. Haight, Trustees of the Debtor's property, have filed herein a final statement of account, which has heretofore been approved by the Court, that the Reorganization Committee has filed herein a report of the action taken and the expenses incurred by it in the consummation of the Plan of Reorganization, that copies of said report and of the petition of the Reorganization Committee for a final decree have been served as directed in the aforesaid order entered May 29, 1946, and that no objections to said report have been made or filed, and the Court having examined said report, having heard the parties, and being fully advised in the premises, the Court therefore

FINDS AND CONCLUDES:

(A) All of the business and affairs of the Debtor, and all right, title, and interest of the Debtor and of the Trustees of the Debtor's property in and to the entire property of the Debtor of every kind and description, whether real, personal, or mixed, whether tangible or intangible, and whether of present or future interests, and all rights, privileges, and franchises of the Debtor, vested at 12:01 A. M., Central Standard Time, on December 1, 1945 (referred to in this decree as the Closing Time), in Chicago, Milwaukee, St. Paul and Pacific Railroad Company (referred to in this decree as the Reorganized Company), a corporation organized and existing under the laws of the State of Wisconsin, and then became the absolute property of the Reorganized Company, except as otherwise provided in the order vesting the Debtor's property in the Reorganized Company and authorizing and directing consummation of the Plan of Reorganization, entered herein on November 26, 1945 (referred to in this decree as the Consummation Order).

(B) Except as otherwise provided in the Consummation Order, the Reorganized Company and its property are free and clear of all rights, claims, interests, liens, and encumbrances of the creditors of the Debtor and of the holders of shares of capital stock of the Debtor, and except as otherwise provided in the Consummation Order the Debtor at the Closing Time was released and discharged forever from all of its debts and liabilities. The Reorganized Company has expressly assumed all obligations imposed upon it by the Plan of Reorganization and by the Consummation Order and all other orders entered by the Court in these proceedings containing provisions for the assumption of obligations by the Reorganized Company.

(C) The Plan of Reorganization for Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, which was confirmed by this Court by order entered Feb-

ruary 23, 1945, has been fully and properly put into effect in accordance with the terms thereof and of the documents heretofore approved by this Court, and pursuant to the authorizations and directions contained in the order entered herein on March 12, 1945, directing payment of the Reconstruction Finance Corporation loans, the order entered herein on May 22, 1945, directing a distribution of cash to the holders of certain bonds as provided in the Plan, the orders entered herein on April 16, 1945, June 13, 1945, and September 19, 1945, relating to the submission of certain provisions of the Plan to the Terre Haute bondholders and to the carrying out of those provisions, the Charter Amendment and Consummation Orders entered herein on November 26, 1945, and all other orders entered herein authorizing and directing action to be taken in consummation of the Plan as confirmed on February 23, 1945. All acts and things required by said orders and the Plan of Reorganization to be done or performed in order to consummate said Plan have been properly done or performed. As provided in said order of May 22, 1945 and the Consummation Order of November 26, 1945, all of the new securities and cash distributable under the Plan of Reorganization and said orders were deposited with or subject to the order of The First National Bank of Chicago, as the disbursing and exchange agent designated in said orders, for distribution to the persons entitled thereto, and said Bank and its New York agents have distributed approximately 97 per cent. of the cash authorized by the order of May 22, 1945 and have effected an exchange of approximately 88 per cent. of the principal amount of the securities and claims entitled to participate in the Plan (other than the Terre Haute bonds) and an exchange of approximately 94 per cent. of the principal amount of the Terre Haute bonds. Adequate and proper arrangements were made pursuant to said orders for the exchange and distribution of the remainder of the securities and cash.

(D) Pursuant to paragraph (4) of the Consummation Order, the final account of the Trustees of the Debtor's property, covering the period of their operation of the properties and business of the Debtor, from January 31, 1936 to December 1, 1945, has been filed in this Court, and the Court has approved said final account and released the surety on said Trustees' bonds from any and all liability on said bonds on account of any claim or cause of action arising in or in connection with these proceedings after the Closing Time. The said Trustees, Henry A. Scandrett, Walter J. Cummings, and George I. Haight, have faithfully discharged their duties and have well and truly accounted for all of the money and other assets and effects that have come into their hands as Trustees.

(E) William H. Mitchell, John D. Allen, James M. Barker, Elmer Rich, and Henry F. Tenney have faithfully performed their duties as members of the Reorganization Committee.

IT IS THEREFORE ORDERED AND DECREED:

1. The report of the Reorganization Committee on the action taken and the expenses incurred by it in consummating the Plan of Reorganization, which is attached as Exhibit A to the petition of the Reorganization Committee for a final decree, filed herein on May 29, 1946, is hereby in all respects approved.

2. The action of the Reorganization Committee, the Debtor, the Trustees of the Debtor's property, and the Reorganized Company, in putting into effect and carrying out the Plan of Reorganization and the orders of the Court in these proceedings, is hereby approved, ratified, and confirmed.

3. Henry A. Scandrett, Walter J. Cummings, and George I. Haight, as Trustees of the Debtor's property,

and William H. Mitchell, John D. Allen, James M. Barker, Elmer Rich, and Henry F. Tenney, as members of the Reorganization Committee, are hereby discharged and relieved of all further duties herein, except to appear and participate in any appeals from or proceedings to review orders of the Court herein.

4. All persons, firms, and corporations whatsoever, and wheresoever situated, located, or domiciled, are hereby perpetually restrained and enjoined from instituting, prosecuting, or pursuing, or attempting to institute, prosecute, or pursue, any suit, action, or proceeding, at law or in equity or otherwise, against Chicago, Milwaukee, St. Paul and Pacific Railroad Company, the Reorganized Company, or against the successors or assigns of the Reorganized Company, or against any of the assets or property of the Reorganized Company or its successors or assigns, directly or indirectly, on account of or based upon any right, claim, judgment, or interest of any kind or nature in, to, or against the Debtor or any of its assets or properties, and from interfering with, attaching, garnishing, levying upon, enforcing liens against or upon, or in any manner whatsoever disturbing any portion of the property, real, personal, or mixed, of any kind or character, now or hereafter belonging to or being in the possession of the Reorganized Company, its successors and assigns, and from interfering with or taking steps to interfere with the Reorganized Company, its officers and agents, or the operation of the lines of railway and other properties or the conduct of the business of the Reorganized Company, by reason of or on account of any obligation or obligations incurred by the Debtor or by the Trustees of the Debtor's property, except the obligations imposed upon the Reorganized Company by the Consummation Order; and all such persons, firms, and corporations are also hereby restrained and enjoined from prosecuting

against the Reorganization Committee, or any of the members thereof, or against the Trustees of the Debtor's property, or any of them, or against the Reorganized Company, its successors and assigns, any suit, action, or proceeding arising out of or based on any act or acts done or omitted to be done in putting into effect and carrying out the Plan of Reorganization or any order of this Court entered in these proceedings.

5. The Reorganized Company is hereby directed to give notice of the entry of this final decree by mailing, postage prepaid, a copy thereof to the Trustees of the Debtor's property, the Reorganization Committee, the Secretary of the Treasury, each party of record in these proceedings and in the proceedings for the reorganization of the Debtor pending before the Interstate Commerce Commission (or the counsel for each such party), each trustee acting immediately prior to the Closing Time under a mortgage executed or assumed by the Debtor, each trustee now acting under a mortgage on property of Chicago, Terre Haute and Southeastern Railway Company, the trustees and other fiduciaries and agents now acting under the new mortgages and other instruments executed pursuant to the Consummation Order, the agencies which were acting for the Debtor immediately prior to the Closing Time in the consummation of the Plan of Reorganization of 1925 for Chicago, Milwaukee & St. Paul Railway Company (as listed in paragraph (N) of the Consummation Order), and to Chicago, Terre Haute and Southeastern Railway Company, The Bedford Belt Railway Company, and The Southern Indiana Railway Company.

6. The Reorganized Company shall also give notice of the entry of this final decree to all creditors and stockholders of the Debtor and all other parties in interest by causing a notice thereof, setting forth in said notice para-

graphs 1 to 8, inclusive, of this decree, promptly to be published once in each of the following newspapers:

> Boston Herald-Traveller; Wall Street Journal and Herald-Tribune, New York; Philadelphia Inquirer; Chicago Journal of Commerce and Chicago Daily News; Milwaukee Journal; Minneapolis Star-Journal; Seattle Post-Intelligencer; and Wall Street Journal (Pacific Coast Edition, San Francisco).

Proof of service by mail and of publication, as directed in paragraph 5 above and in this paragraph 6, shall be filed by the Reorganized Company with the Clerk of this Court within 30 days after the completion thereof.

7. The Court hereby reserves jurisdiction to take such further proceedings as may be necessary or proper (a) because of any review of the order of this Court dated January 3, 1946 denying the motion of the Protective Committee for the Holders of Preferred Stock of the Debtor, or (b) in connection with any claims for allowances of compensation for services or reimbursement of expenses.

8. Except as provided above, the proceedings in this Court entitled "In the Matter of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor," No. 60463, are hereby terminated, and the case is closed.

ENTER:

MICHAEL L. IGOE
District Judge

Dated June 18, 1946